FEDERAL COMMUNICATIONS COMMISSION Washington, D. C. 20554

JAN 0 8 2003

OFFICE OF MANAGING DIRECTOR

Todd D. Rosenberg O'Melveny & Myers LLP 1650 Tysons Boulevard McLean, Virginia 22102

RE: Request for Waiver of Filing Fees
For Allegheny Airlines, Piedmont
Airlines, PSA Airlines, and USAirways
Fee Control Nos. 00000RROG-03-019
00000RROG-03-022
00000RROG-03-021
00000RROG-03-023
00000RROG-03-020
00000RROG-03-017

Dear Mr. Rosenberg:

This is in response to the requests for waiver of application filing fees of various wireless licenses of U.S. Airways Group, Inc. (U.S. Airways Group) and its subsidiaries, based on financial hardship. Specifically this letter responds to your September 11, 2002 petition regarding Allegheny Airlines, Inc.'s (Allegheny) Application File No. 0001024990 with fees of \$150; your September 11, 2002 petition regarding Piedmont Airlines, Inc.'s (Piedmont) Application File No. 0001024981 with fees of \$400; your September 11, 2002 petition regarding PSA Airlines, Inc.'s (PSA) Application File No. 00001024985 with fees of \$150; your September 11, 2002 petition regarding U.S. Airways, Inc.'s (U.S. Airways) Application File No. 0001024997 with fees of \$8,300 (and your September 18, 2002 petition to waive the fees of \$1,900 to amend this application); and your September 13,2002 consolidated petition regarding U.S. Airways, Piedmont, PSA, and Allegheny's Application File Nos. 0001027256,0001027250,0001027235, and 0001027242 with fees of \$65,400.

In your petitions, you attach a bankruptcy petition that shows that on August 11, 2002, **U.S.** Airways Group and seven of its subsidiaries, including Allegheny, Piedmont, PSA, and **US** Airways, filed a voluntary petition for reorganization pursuant to the provisions of Chapter 11 of the U.S. Bankruptcy Code in the **U.S.** Bankruptcy Court, Eastern District of Virginia.

Section 1.1 117 of the Commission's Rules, 47 C.F.R. Section 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558,3572-73 (1990). You have presented information showing that on August 11, 2002, U.S. Airways Group and seven of its subsidiaries, including Allegheny, Piedmont, PSA, and US Airways, filed a voluntary petition for reorganization pursuant to the provisions of Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court, Eastern District of Virginia. We find that this filing substantiates Allegheny's, Piedmont's, PSA's, and U.S. Airways' claims of financial hardship and demonstrates good cause for waiver of the filing fees. See MobileMedia Corporation, 14 FCC Rcd 8017, 8027 (1999) (bankruptcy establishes good cause for waive of filing fee). Therefore, your petitions for waiver of the filing fees referenced above are granted.

If you have any questions concerning this matter, please contact the Revenue & Receivables Operations Group at (202) 418-1995.

Sincerely,

Mark A. Reger

Chief Financial Officer

C 00 K KOG - 03 - 0

O'MELVENY & MYERS LLP

LOS ANGELES
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ORIGINAL

SAN FRANCISCO
WASHINCTON, D.C
HONG KONC
LONDON
SHANCHAI

September 18, 2002

OUR FILE NUMBER 882,605-569

WRITER'S DIRECT DIAL 703-918-2720

writer's E-MAIL ADDRESS trosenberg@ommicom

BY HAND DELIVERY

Andrew S. Fishel, Managing Director Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554

Re: US Airways, Inc., Debtor-in-Possession -

Amendment to Petition for Waiver and/or Deferral of Fees

Associated with Application File No. 0001024997

Dear Mr. Fishel:

On behalf of US Airways, Inc., Debtor-in-Possession ("US Airways"), we hereby submit an original and four (4) copies of this request for waiver of the fee requirements and/or deferral of the obligation to pay the application filing fees pursuant to §§ 1.1102 and 1.1117(e) of the Commission's Rules, respectively. This request comes subsequent to an application to amend the *pro forma* involuntary assignment application filed by US Airways under File No. 0001024997. The amendment was necessitated by the incorrect association of certain US Airways' call signs with the FRN for US Airways Group, Inc. Commission staff, once notified, was able to correct the association, and the amendment application was then filed incorporating those additional call signs not included in the initial application.

In the absence of a waiver, US Airways would be required to remit one-thousand nine-hundred dollars (%1,900.00) in tiling fees for the amended application.' **As** more fully set forth in the original fee waiver requests dated September 11, 2002, attached hereto, and incorporated by reference herein, imposing these fees would create an undue financial burden for US Airways, currently a debtor in possession under Chapter II of the Bankruptcy Code. The Commission has granted fee waiver requests to similarly situated licensees, and we request that it do so in this present case.'

The following call signs are the aviation radio-navigation licenses used the in calculating the amount of the amendment filing **fee.** Those call signs are as follows: WRLT4725, WRLT4726, WRLT4727, WRLT4728, WRLT4729, WRLT4730, WRLT4731, WRLT4732, WRLT4734, WRLT4760, WRLT4761, WRLT4764, WRLT4766, WRLT4776, WRLT4777, WRLT4778, WRLT4779, WRLT4780, and WRLT4783.

O'MELVENY & MYERS LLP

Federal Communications Commission, September 18, 2002 - Page 2

Please stamp the receive date on the enclosed copy marked "Stamp and Return" and return it to us for our files. Please contact the undersigned should any questions arise concerning this submission.

Very truly yours,

Told D. Rosenberg

for O'Melveny & Myers LLP

Counsel to US Airways, Inc.

Enclosure

cc: Jeffery Tobias, Wireless Telecommunications Bureau (via facsimile – 202-418-2227)

John Chudovan, Wireless Telecommunications Bureau (via facsimile – 717-338-2850)

TC1:469250.1

60000 RROG - 93 - 919

O'MELVENY & MYERS LLP

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SAN FRANCISCO WASHINGTON, D.C. HONG KONG LONDON SHANGHAI

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September II, 2002

Bureau/Office well-

OUR FILE NUMBER 882,605-569

TOKYO

writer's direct dial 703-918-2720

writer's E-MAIL ADDRESS trosenberg@omm.com

BY HAND DELIVERY

Andrew S. Fishel, Managing Director Federal Communications Commission 445 12th Street, S.W. Washington, D.C. **20554**

Re: Allegheny Airlines, Inc.

Petition for Waiver and/or Deferral of Fees Associated with Application File No. 0001024990

Dear Sir/Madam:

On behalf of Allegheny Airlines, Inc. ("Allegheny Airlines"), we hereby submit an original and four (4) copies of the enclosed petition requesting waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules. Allegheny Airlines respectfully requests that this waiver request be reviewed in association with the above-referenced application.

It is respectfully requested that you stamp the receive date on the enclosed copy marked "Stamp and Return" and return it to us for our files. Please contact the undersigned should any questions arise concerning this submission.

Very truly yours,

Todd D. Rosenberg

Tou D. Pores

for O'Melveny & Myers LLP

Counsel to Allegheny Airlines, Inc.

Enclosure

cc: Jeffery Tobias, Wireless Telecommunications Bureau (via email)
John Chudovan, Wireless Telecommunications Bureau (via email)

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, D.C. 20554

In the Matter of

ALLEGHENY AIRLINES, INC., DEBTOR-IN POSSESSION

Petition for Waiver of §1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application Filings Fees Pursuant to \$1.1117 of the Commission's Rules and, in the alternative, waiver of \$1.1117(e) of the Commission's Rules pursuant to 51.3 of the Commission's Rules.

File No. 0001024990

To: Office of Managing Director

PETITION FOR WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT

Allegheny Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of §1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application"). *See* Exhibit 1. The Application was necessitated by Allegheny Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.I 117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

I. THE BANKRUPTCY

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11,2002. A copy of the bankruptcy filing is attached as **Exhibit**2. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver.

The Application was filed on September 10, 2002 and has been assigned file number 0001024990,

TC1.469162 I 2

See In re US Airways Group, Inc., et al., Debtors, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered. United States Bankruptcy Court, Eastern District of Virginia. The entities that tiled bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee, (3) US Airways, Inc. ("US Airways"), (4) PSA Airlines, Inc. ("PSA"), (5) Piedmont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

II. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application tiling fees that arc associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In Mobile Media Corporation. et al., Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." Supra. See also, Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); In the Matter & Daniel R. Goodman, Receiver; Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires **like** treatment in the grant of the present waiver request. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to

TCI 469162 | 3

pay a total of one-hundred fifty dollars (S150.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a *proforma* transaction does not entail any real changes in control of the Licensee. **As** stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media*, *supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under §1.1117 of the Commission's Rules.

B. The Fee Deferral Is In The Public Interest

As revised effective as of the date hereof, §1.II17(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in §1.3 of the Commission's Rules. *See also, WAIT Radio v. FCC*, 418 F.2d 1 153 (D.C. Cir. 1969), *cert. denied*,409 U.S. 1027 (1972).

* * * *

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111. CONCLUSION

For all of the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Application.

Respectfully submitted,

By: Todd D. Rosenberg

Richard J. Dyer

Counsel to Allegheny Airlines, Inc., Debtor-In-Possession

Dated: September 11, 2002

O'Melveny & Myers, LLP 1650 Tysons Boulevard, Suite I 150 McLean, Virginia 22102

Telephone: (703) 918-2720 Facsimile: (703) 918-2704

TCI:469162.1 5

EXHIBIT 1

See attached application.

FCC Print Preview Page 1 or 5

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Submitted
09/10/2002
at 10:10PM

File Number:
0001024990

1) Application Purpose Assignment of Authorization

2a) If this request is for an Amendment or Withdrawal enter the File Number of the pending application |

[if with the FCC |

2b) File numbers of related pending applications currently on file with the FCC

Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? Yes

3b) If the answer to Item 3a is Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance tor telecommunications licenses? No

4) For assignment of authorization only, is this a partition and/or disaggregation? No

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No

5b) If a feasible waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result

6) Are attachments being filed with this application? Yes

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g. parents subsidiaries, or commonly controlled entities) that are not Included on form and for which Commission approval is required? Yes

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Court Order
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Involuntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0003268604						
11) First Name (if individual):	MI:	Last Name:	Suffix:			
12) Entity Name (if not an individual):	Allegheny Airlines, In	С				
13) Attention To: Marshall Swaringen						
14) P.O. Box:	And / Or	15) Street Address: 5	630 University Parkway			
16) City: Winston-Salem		17) State: NC	18) Zip Code: 27105			
19) Telephone Number: (336)744-4938 20) FAX Number: (336)744-6321						
21) E-Mail Address: marshall_swaringen@usairways.com						

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

	l	1		•	
	American Indian or Alaska	l III	Black or African-	Native Hawaiian or Other Pacific	
i i	1	1 11	1	I satisfy the sent of other racine	1 [1

Race:	Native:	Asian	American	Islander	White:
Ethnicity:	Hispanic or Latii	Not Hispanic or Latino:			
	Female	Male			

23) FCC Registration Number (FRN)					
24) First Name (it individual)	ĮMI 	Last Name	Suffix		
25) Entity Name (if not an individual)					
26) P O Box And / Or 27) Street Address					
28)City	"	29) Slate	30) Zip Code		
31) Telephone Number 32) FAX Number					
33) E Mail Address		·			

Name & Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name	MI	Last Name	Suffix		
35) Company Name					
36) P O Box	And / Or	37) Street Address			
38)City		39) Stale	40) Zip Code		
41) Telephone Number		42) FAX Number			
43) E Mail Address					

44) The Assignee IS a(n) Corporation						
45) FCC Registration Number (FRN) 0003268604						
46) First Name (if Individual)	MI:	Last Name	Suffix			
47) Entity Name (if other than individual) Allegheny	47) Entity Name (if other than individual) Allegheny Airlines, Inc., Debtor-in-Possession					
48) Name of Real Party in Interest	48) Name of Real Party in Interest 49) TIN					
50) Attention To Marshall Swaringen		_				
51) P O BOX	And / Or	52) Street Address 5630	O University Parkway			
53) City Winston-Salem		54) State NC	55) Zip Code 27105			
56) Telephone Number (336)744-4938 57) FAX Number (336)744-6321						
58) E Ma I Address marshall_swaringen@usairwa	ays com	•				

61) P O Box	And / Or	62) Street Address 1650 Tys	ons Boulevard, Suite 1150
63) City McLean		64) State VA	65) Zip Code 22102
66) Telephone Number (703)91	8-2720	67) FAX Number (703)918-2	704
68) E-Mail Address trosenberg	@omrn.com		

69) is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) is the Assignee or Transleree a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one fifth of the capital stock is owned of record or voted by aliens or representatives or by a loreign government or representative thereof or by any corporation organized under the laws of a foreign	No

73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation or general twe laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign country or

Basic Qualification Questions

ON	77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any impatter referred to in the preceding two items? If 'Yes', affach exhibit explaining circumstances.
oN	A6) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee of any other means or unfair methods of competition? If 'Yes', attach exhibit or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.
ON	75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or or any party to this application ever been convicted of a telony by any state or federal count? If 'Yes', attach exhibit explaining
oN	74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license, construction permit denied by tevoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by Commission? If 'Yes', attach exhibit explaining circumstances.

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

		·-	Male:	Female:	Gender:
			Not Hispanic or Latino:	I ILISBANIC DI CANNO:	Ethnicity:
:91idV/	Native Hawaiian or Other Pacific Islander:		ı :ueisəi	American Indian or Alaska Native:	I JUST

Assignor/Transferor Certification Statements

Signature: Jennifer C McGarey	grature: Jennifer C McGarey		
80) Title: Secretary			
First Name: Jennifer	MI: C	Газі Иате: МсСагеу	:xijjnS
79) Typed or Printed Name of Party Authorized	ngi2 of		
2) The Assignor or Transferor certifies that all : by reference are material, are part of this appli		o this application and in the exhibits, attachments, or secomplete, correct, and made in good faith.	stramusc
until the consent of the Federal Communicatio	s Commission had not got b	ation will not be assigned or that control of the license s been given, or (2) that prior Commission consent is to forma assignments and transfers by telecommunic	required because

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for pro forms assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*

It the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the surhorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 with this applicant, or (3) is not required to file Form 602 under the Commission's rules.

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Standard Indiana							
Signature Jennifer CMcGarey 84) Date. 09/10/02							
85) Call Sign 86) Radio S		er Frequency 91) Constructed Yes / No					
WPFY356	<u> </u>						
l uppace l							
WRP469	 .						
FCC Form 603	Schedule for Assignments of Authorization	Approved by OMB 3060 - 0a00					
Schedule A	and Transfers of Control in Auctioned Services	See instructions for public burden estimate					
···							
	ty for Installment Payments (for assignments of authorization						
	e same category or a smaller category 11 eligibility for installment payments as the	Assignor (as					
	le rules governing the licenses issued to the Assignor)?						
ii Tes, is the Assignee app	llying for installment payments?						
2) Gross Revenues a	and Total Assets Information (if required) (for assignments o	of authorization only)					
Refer to applicable auction ru	ules for method to determine required gross revenues and total assets information						
Year 1 Gross Revenues (c	urrent) Year 2 Gross Revenues Year 3 Gross Revenues	Total Assets					
3) Certification State	ements						
•	i il ilitya a Entropona ka he Gora						
 	are eligible to obtain the licenses for which they apply.						
For Assignees Claiming El	igibility as a Publicly Traded Corporation						
Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Corporation, as set out in the applicable FCC rules.							
For Assignees Claiming Eligibility Using a Control Group Structure Assignee certifies that they are eligible to obtain the licenses for which they apply.							
Assignee certifies that the applicant's sole Control group member is a pre-existing entity, if applicable.							
Assignee contines that the a	spricant 5 sole Control group member 15 a pre-existing entity, it applicable.						
	gibility as a Very Small Business. Very Small Business Consortium. Small Business	usiness. or as a Small					
Assigned cartilies that thou	And aliable to abbein the Vi						
	are eligible to obtain the licenses for which they apply.						
Assignee certifies that the applicant's sole Control group member is a pre-existing entity, if applicable.							

FCC Print Preview rage 5 or 5

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

Attachment Type	Date	Description	Contents
Other	09/10/02	Description of Description of Transaction	01778662772895666 <u>5</u> 5670605.pdf
Other	09/10/02	Bankruptcy Petition	0177866297289566655670605.pdf
Waiver	09/10/02	Waiver	0.177 <u>866507289566655670605</u> .pdf

EXHIBIT 1

DESCRIPTION OF TRANSACTION

Allegheny Airlines, Inc., Debtor-m-Possession ("Assignee") hereby submits its application for *pro forma* assignment of the licenses issued to Allegheny Airlines, Inc. ("Licensee") by the Federal Communications Commission ("Commission") (the "Application"). **As** described below, the Application is filed in accordance with Section 1.948(c)(2) of the Commission's Rules, which requires that *pro forma* applications for assignment or transfer of control be filed when a licensee is subject to an involuntary change of ownership such as bankruptcy. **As** the Commission's Rules require that such applications be filed no later than 30 days after the event causing the involuntary assignment or transfer, the Application *is* timely filed.

US Airways Group, Inc., ("Parent") filed a petition for relief under Chapter 11 of Title 11 of the United States Code along with seven of its wholly owned subsidiaries in the United States Bankruptcy Court, Eastern District of Virginia, on August 11, 2002. With these filings, the legal status of each of Parent, Licensee, US Airways, PSA and Piedmont (collectively, the "Subsidiaries") was converted to "Debtor-m-Possession." The Subsidiaries currently hold radio licenses granted to them by the Commission used in connection with their operations as commercial airlines.

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¹ See In re US Airways Group, Inc., et al., Debtors, Chapter 11 Casc No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that tiled bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee, (3) US Airways, Inc. ("US Airways"), (4) PSA Airlines. Inc. ("PSA"), (5) Piedmont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("GALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the Untied States Bankruptcy Court are attached to the Application.

The Applications are necessary under the Commission's Rules simply to reflect the *pro* forma change in the status of the Licensee to Debtor-m-Possession pursuant to federal bankruptcy law. The bankruptcy proceeding does not change the ownership or management of the Licensee. This filing is made within 30 days of the August 11, 2002 bankruptcy filing and thus, it is timely filed pursuant to Section 1.948(c)(2).²

Pursuant to Section 1.1117 of the Commission's Rules, the parties are also filing a Petition for Waiver of Application Filing Fees & Deferral of Payment with the office of the Managing Director with respect to the application filing fees required in connection with the Application. A copy of the petition (which will be filed tomorrow) is attached to the Application.

^{&#}x27;The certifications made by Licensee and Assignee in the Application are qualified by the statements contained in thic Exhibit 1 to the extent necessary



FORM BI United States Ba Eastern Distri	• •	rt		Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): US Airways Group, Inc.	1	Name of Joint Debior (S	spouse) (Last, F	irst Middle):	
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):		All Other Names used be include married, maide			
USAir Group, Inc.					
Soc. Sec./Tax I.D. No. (if more than one, state all): 54-1194634	S	ioc. Sec./Tax LD. No. (if more than one	e, state ull):	
Street Address of Debtor (No. & Street, City, State & Zip Code) 2345 Crystal Drive Arlington, VA 22227	S	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):			
County of Residence or of the Principal Place of Business Arlington		ounty of Residence or Principal Place of Busin			
Mailing Address of Debtor (if different from street address)		Mailing Address of Join	t Debtor (if diffe	erent from street address):	
Location of Principal Assets of Business Debtor (if different from street address above):					
Venue (Check any applicable box) ☑ Debtor has been domiciled or has had a residence, principal p this petitionor for a longer part of such 180 days than in any ☐ There is a bankruptcy case concerning debtor's affiliate, gene	other District.	ncipal assets in this Di	strict for 180 da	ys immediately preceding the date of	
Type of Debtor (Check all hoxes that apply)		•		ruptcy Code Under Which d [Checkone box)	
☐ Individual(s) ☐ Railroad ☐ Stockbroker		Chapter 7	□ Chapte		
O Partnership	IORCI	Chapter 9	☐ Chapte		
Other		Sec. 304 - Case ancill	ary to foreign pr	oceeding	
Nature of Debts (Check one box) Consumer/Non-Business Business	l re	Full Filing Fee attach	Filing Fee (Ch	cck one box)	
Consumeration-Digmess		ū		Applicable to individuals only.)	
Chapter 11 Small Business (Check all boxes that a Debtor is a small business as defined in 11 U.S.C. § 101 Debtor is and elects to be considered a small business under 1121(e) (Optional)	pply)		plication for the p y fee except	court's consideration certifying that in installments.	
Statistical/Administrative Information (Estimates only)*				THIS SPACE IS FOR COURTUSE ONL	
 ☑ Debtor estimates that funds will be available for distribution to Debtor estimates that, after any exempt property is excluded a available for distribution to unsecured creditors 		enses paid, there will be	no funds		
Estimated Number of Creditors 1-15 16-49	50-99 100-15		1000-over		
\$50,000 \$100,000 \$500,000 \$1 million \$10 m.	0.001 to \$10,000,001 tillion \$50 million	o \$50,000,001 to \$100 million	More than \$100 million		
\$50,000 \$100,000 \$500,000 \$1 million \$10 ini	0.007 to \$10.000.001 to \$50 million \$50 million	550,000,001 to 5100 million	More than \$100 million		

Voluntary Petition (This page must be completed and filed	Voluntary Petition (This page must be completed and filed in every case)		ne of Debtor(s): FORM B1. Page Airways Group, Inc.		
Prior	r Bankruptcy Case Filed Within L	ast 6 Y	Years (If more than one, attach additional sheet)		
Location Where Filed: None	Case Number:		Date Filed:		
Pending Bankrupicy	Case Filed by any Spouse. Partner	r, or A	ffiliate of this Debtor (If more than one, attachadditional sheet)		
Name of Debtor: See Annex A	Case Number:		Date Filed:		
District:	Relationship:		Judge:		
		Signa	itures		
I declare under penalty of perjury that it true and correct. [If petitioner is an individual whose deb chosen to file under chapter 7] I am awa 11, 12, or 13 of title 11. United States C each such chapter, and choose to procee I request relief in accordance with the especified in this petition. X Signature of Joint Debtor Telephone Number (if not represented)	obts are primarily consumer debts and are that I may proceed under chapter Code, understand the relief available of under chapter 7, chapter of title 11. United States Cod	lhas 7, under	Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7. 11. 12. or 13 of title 11. United States Code, and have explained the relief available under each such chapter X Signature of Attorney for Debtor(s) Date		
Signature of Debtor Date		_	Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable ham to public health or safety? Yes, and Exhibit C is attached and made a part of this petition.		
Signature of Attorney 's' John Wm. Butler. Jr. Signature of Attorney (or Debtor(s) John Wn. Butler, Jr. John K. Lyons	Signature of Attorney ist Lawrence E. Rifken Signature of Attorney for Debtor(s) Lawrence E. Rifken (VSB No. 29037) Riman Name of Antorney for Debtor(s)		Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer at defined in II U.S.C. § 110 that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.		
Printed Name of Attorney for Debtor(s) Skadden, Arps, Slate. Meacher & Florn (Illinois)	McGuireWoods LLP		Printed Name of Bankruptcy Petition Preparer		
Firm Name 333 West Wacker Drive Chicago, IL 60606 Address	Firm Name 1750 Tysons Boulevard, Suite 1800 McLear, VA 22102-4215 Address		Social Security Number		
(312) 407-0700 Telephone Number	(703) 712-5000 Telephone Number	—	Address Names and Social Security numbers of all other individuals who prepared o		
August 11, 2002 Date	August 11, 2002 Date		assisted in preparing this document		
Signature of Debtor (C) I declare under penalty of perjuty that the true and correct, and that I have been authorized debtor. The debtor requests relief in accordance States Code, specified in this petition. X /s/ David N. Siegel	uthorized to file this petition is true to the this petition on behalf of the	on is and	If more than one person prepared this documents, attach additional sheets conforming to the appropriate official form for each person Signature of Bankruptcy Preparer		
Signature of Authorized Individual David N. Siegel Printed Name of Authorized Individu Authorized Signatory, US Airways of Tule of Authorized Individual August 11, 2002 Date		- -	Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in lines or imprisonment or both 11USC § 110-18 USC § 1256		

Annex A - Affiliate Debtors

On the date hereof, rhe following affiliated entities filed petitions for relief under chapter II of the Bankruptcy Code in the United Stares Bankruptcy Court for the Eastern District of Virginia:

- 1. US Airways Group, Inc.
- 2. US Airways. Inc.
- 3. Allegheny Airlines, Inc.
- 4. PSA Airlines. Inc.
- 5. Piedmont Airlines, Inc.
- 6. MidAtlantic Airways, Inc.
- 7. US Airways Leasing and Sales. Inc
- 8. Material Services Company, Inc.



IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA ALEXANDRIA DIVISION

In re:			Chapter II
US Air	ways G ro	up, Inc	•
		Debtor	Case No. 02
		-x	
		Exhibit "A" to Voluntary P	etition
I		btor's common stock is registered under section 12 btor's SEC file number is 1-8444	of the Securities Exchange Act of 1934
		lowing unaudited financial data is derived from the high are unaudited. The Debtor does not certify as	
	a.	Total assets	\$ <u>7,807.000,000</u>
	h	Total debts (including debts listed in 2.c., below)	\$7,830,000,000
	С	Debt securities held by more than 500 holders	0
	d.	Number of shares of preferred stock:	o issued and outstanding 8,000,000 authorized
	e.	Number of shares common stock:	$\frac{68.133.000^2}{150.000,000} \text{issued andoutstanding}$ authorized
3	Brief de	scription of Debtor's business:	
US Airy (collecti	"). Allegh vavs Lea vely.the	mpany's primary business activity is the ownershineny Airlines. Inc., Picdmont Airlines. Inc., PSA A sing and Sales. Inc., Material Services Company. "Wholly-Owned Subsidiaries"). The primary businession of passengers, property and mail.	irlines. Inc., Mid Atlantic Airways. Inc., Inc. and Airways Assurance Limited, LLC

Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock

At April 30, 2002.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote. 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc. 601 Pennsylvania Avenue, N.W., Suite 900 South Building Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BZNKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA ALEXANDRIA DIVISION

	-x
In re:	
	Chapter 11
US Airways Group, Inc.,	
	Case No 02
Debtor	

CONSOLIDATED LIST OF CREDITORS HOLDIHC 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared an a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtorsbelieve that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall nul constitute an admission by, nor is it binding on, the Debtors,'

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11U S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

Nature of Claim S Unsscured Facilities C Loan Trade -Aircraft Deferred C Payments Authority Authority Authority		_		ر د ن	Amount of
Provides Virial Control Cont		Creditor's Phone and Fax Numbers	Nature of Qaim	o S	Claim
Property Wheel		Phone: (412) 291-2080	Unsecured Facilities	J	\$ 71.140.000
The Autorit Design The Aut	Douglas Wilson	Fax: (412) 751-9301	Loan		
10 10 10 10 10 10 10 10	One Oxford Centre				
Note of Parties Note of Pa			ĺ		
Part Hitch Hitch		Phone: (302) 636-6197	Trade - Aircraft Deferred		Ä
Comparison Comparison Comparison Comparison Control Co	Robert P. Unes, Jr.	Fax: (302) 626-4140		۵ د	
Face Colored Colored	Financial Services Officer, Corporate Trust Redney Square North [100 North Market Sirre)			,	
Part	\neg	Phone: 1972) 797-4069	Trade -Contractual	Ú	\$ 46,909,431
Part					
State Capture Captur	Doug Frederick President, Operation Solutions	Fax: (9/2) 603-4555		3	
STATE STREET BAYNAND THIST CO. Profes (07) 682-1754 Trade -Austrin Deferred C S	\$400 Legacy Drive Mail Drop H3-5C-47				
Execution Exec		Phone: (617) 662-1754	Trade - Arterali Deferred		\$ 36,114,451
Compose Processing Compose Processing		Factor (412) 462-1456	Payments		
Compound Treat Four 190 (As 778) Phone (1902) 135-3021 Treat -Amenit Deferred (1902) 135-3021 Treat -Amenit Def	II. Decker Adams Vice President	74A. (0.10) (0.11)		۵ ۵	
Figs 17 (A)	Global Investor Senices Group Corporate Trust, P.O. Box 778			_	
Payment Back Back	_	Phone: (704) 715-3021	Trade - Aircraft Deferred	ن	\$ 16,285,791
Copposite Trind Department	Robert L. Bice , li	Fax: (704) 374-6682	Payments	n	
Paymetrial Pay				۵	
Charlet N. C. 2889 U.S.A U.S	Corporate Trust Department 401 South Tryon Street				
Fax: (203) 961-6906 Paymenis U	7	Phone: (203) 316-7560	Trade - Aircraft Deferred	1_	\$ 12,795.060
New World with the Control of Printic Control o		Car. (202) 041 6006	Payments		
Stanford, LT 04927 USA Date Dat	Kon Wanishal GE Capital Aviation Services-Structurd Finance	20.00.00.00.00.00.00.00.00.00.00.00.00.0)	
Fax: (415) 765-181 D	201 High Ridge Road Stainfortl, CT 06927 USA			0	
Sea Catifornia Steet Pair (#15) 765-181 D					
1		-		٥	
State Continue State S	Jad Mansour	T&X: (410) 703-101			
Pair Garden Ca gaina USA Phone (215) 937-5480 Phone (215) 93	555 California Street				
Edward Moeller	94104				
1000 Airport Blvd. 1000 Ai	Edward Moeller	Fax: (412) 472-5725	Authority		
Phinasurgh, PA 15231 USA	1000 Airport Bled.				
Carrie Blackwell Charme No. 1970 Charme No	Piresourgh, PA 15231 USA			:	1
Lestie Turner Pholadelph ia International Airport Pholadelphia, Pa. 19153 USA CITY OF CHARLOTTE AIRPO Carrie Blackwell 5503 Re Jush Birmingham Parkway		Phone: (215) 937-5480	Frade -A irport Authority	Š.	
Philadelphia International Atroct Philadelphia, PA 19153 USA CITY OF CHARLOTTE AIRPO Carrie Blackwell \$501 Re Josh Bramingham Parkway (Faringe MC 2019 118A	Leslie Turner	Fax: (215) 937-5480			
Philadephia, Pa. 19153 USA CITY OF CHARLOTTE AIRPO Carrie Blackwell 5501 Re Josh Birmingham Parkway Charinge MC 1981 Birmingham Parkway	Philadelph is International Airport				
Carrie Blackwell Carrie Blackwell \$501 Re Josh Birmingham Parkway Charious NC 2010 118A	Philadelphia, P.A. 19153				
shain Parkway					
Charinate MC DXD14 118.5	Carrie Bluckwell 5501 Re Josh Bermughan Perkway	(101) 359-4950			

	N.m. of Canding and Complete Mailine Address	Creditor's Phone and Fax	Nature of Claim	ە = د ن	Amount of Clain
=	LSG SKY CHEFS	Phone: (817) 742-2503	Trade -Food Service	ν. Σ. Σ	\$ 2.542.873
	Mike Mesko	Fax: (817) 792-2460			
	524 E. Lamar Bivd				
	Albagon, TX 76011 USA				į
2	DEBIS	Phone: (954) 760 7777	Trade - Redum Claims	Ų	S 1.830.017
	Tim Bergin	Fax: (954) 760 7716		Q	
	100 Ne Third Ave Suite 800				
-	Fr. Lauderdale, FL 33301 USA	Phone: (7(16) 655-1131	Trade - Aircraft	:	5 1.297.012
	BOEING COMMERCIAL ATRYLANES		Paris/Maintenance		
	Jenniki Bagama Ans Dait Are N	Fax: (425) 237-3830			
	Mail Code M. S. U.J.				
	AttnCasher Ms 6A C1 Renion, WA 9X055 USA]	
Ξ.	JRPC	Phone: (410) 280-5568	Trade -Cargo Handling	< Ž	1,269,841
	Jenny White	Fax: (410) 263-8208		.,	
-	1819 Bay Rudge Ave				
_					
	Scott Nicholson	(425) 393-2904	g E	D	
	500 Nathes Ave Sw 3Rd Floor Mc 6v-14 11 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1				
] _				L_	
	Pamela Powell Philadelph ia International Airport Terminal E	Fax: (610) 461-6700			
	Philadelphia PA 19153				
<u>-</u>	FAIRCHILD DORNIER (N	Phone: (210) 804-7719	Trade - Autorafi Paris/Maintenance	V/Z	S
	Ed Meihor 10823 North East Entrance	Fax: (210) 824:3021			
2	Sur Anionio, 13, 78216 USA CHARLES E SMITH COMMERCIAL REALTY	Phone: (703)769-1254	Trade -Real Estate Services	ŠŽ	\$ 893,382
	Vick Lauren 2345 Crystal Drive	Fax: (703)769-1190			
	Arlington, VA 22262 USA		i di	2	1 a ka
<u>-</u>		Phone: (650)K11:2843	made verdil verdil		
	Jess Balageas San Fransisco International Airport 6Th Flour Rm 644	Fux: (650)R21-2846			
20	SAIL FEDERICE CA 94128 USA ATRPLANES GRUUP	Phone: 353 61 706392	Track - Rotum Claims	;.) ————————————————————————————————————	\$ 798,968
	Finna Roche	Fax: 353 86 8166392		٥	
	Avjation House				
	Shannon Co Claire, freland				

Name of Creditor and Cumplete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	U D S	Aniount o Claim
UNITED HEALTHCARE	Phone: (813)818-5613	Trade - Medical &	N A	\$ 777,0
Rory Dety 22703 Network Place	Fax: (813)854-3359	Denial		
Chicago, II. 60673-1227 USA				
THE ROYAL BANK OF SCOTLAND	Phone: 020 7648 3814	Trade - Aircraft Deferred Payments	C	\$ 753.5
Francis Carey Manager - Syndicated Loans Agency 135 Bish opsgate 3Th Floor	Fax: 020 7615 0106		U D	
London, EC2 M 3U R Great Britain	Phone: (913)712-0400	Trade - A treraft	N/A	5 687,5
HONEYWELL INTERNATIONAL INC	Fax: (913)712-5867	Paris/Maintenance		
875 W Elitor Rd Ste 106				
Tempe, AZ 85284 USA	(0) 5770 2045	Trade - A troraft	N/A	5 608.0
HAMILTON SUNDSTRAND	Phone: (815)394-2945 Fax: (815)394-3558	Paris/Maintenance		,
Steven Glabscheid 4747 Harrison Ave.	1 ax. (015)574-5550			
ROCKWELL COLLINS	Phone: (319)295-3293	Trade - Aircraft	N/A	\$ 585,0
	Fax: (319)295-4092	Paris/Maintenance		
Brian J. Seeber 400 Collins Rd. Ne	1rax: (5191295-4092			
Cedar Rapids, IA 52498 USA HIGHWOODS FORSYTH LTD PARTNERSH IP	Phone: (336)611-9000	Trade - A ircrafi	N/A	5 575,
Allison Saucy 380 Knollwood Street Ste 430	Fax: (336)725-1969	Parts/Maintenance		
Winston Salem .NC 27103 USA TOWERS PERR IN	Phone: (4161960-2700	Trade -O ther Professional	N/Δ	\$ 567.
Mark Duncan 1500 Market Street	Fax: (416)960-2819			
Philadephia, PA 19102-4790 USA		Trade - A irport Authority	N/A	\$ 548,
GREATER ORLANDO AVIATION AUTHORITY	Phone: (407)825-2017	Trade -17 iipoit 150mo 1117		
Parti Everst One Airport Blvd	Fax: (407)825-2259			
Orlando, FL 32827 USA HILLSBOROUGH COUNTY AVIATION AUTHORITY	Phone: (813)870-8700	Trade - A irport Authority	N/A	5 502,
Ginny Brewer Tampa International Airport	Fax: (813)875-6670			
3Rd Level Tampa, FL 33607 USA				
GOODRICH FAIRHOPE SERVICE	Phone: (251)952-3377	Trade - A ircraft Parts/Maintenance	N/A	\$ 404,
Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Acrostructures Gip Foley, AL 36535 USA	Fax. (251)952-3376			

^[1] For the purposes of this has, the Debtors have not analyzed whether claims on behalf of aircraft lessors or aircraft financiers are secured or unsecured or, if secured what purpor, if if any, of the total claim is an unsecured deficiency claim. Nothing herein shall constitute any admission or any way waive or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory o	f US Airways Group, Inc.	. declare under pen	alty of perjury that I	have read
the above list and that it is true and corr	ect as of the date listed. Io	o the best of my kno	owledge, information	and belief

Signature: <u>/s/ David N Siegel</u> Authorized Signatory Date: August 11, 2002

US Airways Group. Inc

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

US Airways Group, Inc		Chapter II	
	Debtor(s)	Chapter <u>II</u>	
	Dentor(s)		
	DECLARATION OF	DIVISIONAL VENUE	
	ce, principal pbce of business or kruptcy petition in the indicated o		
LEXANDRIA DIVISION Cities:	RICHMOND DIVISION Cities:	Norfolk division Cities:	NEWPORT NEWS DIVISION Cities:
☐ Alexandria-510	Richmond (city)-760	□ Norfolk-710	☐ Newport News-700
☐ Fairfax-600	Colonial Heights-570	☐ Cape Charles-535	Hampton-650
☐ Falls Church-610	Emporia-595	3 Chesapeake-550	Poquoron-735
☐ Manassas-683	3 Fredericksburg-630	□ Franklin-620	☐ Williamsburg-830
7 Manassas Park-6x5	Hopewell-670	3 Portsmouth-740	Counties:
Counties:	Petersburg-730	☐ Suffolk-800	☐ Gloucester-073
☐ Arlington-013	Counties:	Virginia Beach-XI0	3 James City-095
☐ Fairfax-059	☐ Amelia-007	Counties:	3 Mathews-115
3 Fauguier-061	3 Brunswick-025	☐ Accomack-001	□ York-199
☐ Loudoun-107	3 Caroline-033	Isle of Wight-093	
3 Prince William-153	☐ Charles City-036	■ Northampton-131	
Stafford-179	Chesterfield-041	Southampton-175	
	Dinwiddie-053		
	3 Essex-057		
	3 Coachland-075		
	Greensville-081		
	3 Hanover-085 ☐ Henrico-087		
	3 King end Queen-097		
	3 King George-099		
	☐ King William-101		
	☐ Lancaster-103		
	3 Lunenburg-III		
	3 Mecklenburg-117		
	3 Middlesex-119		
	New Kent-127		
	☐ Northumberland- 133	5	202
	□ Nottoway-135	Date: August 11, 20	<u> </u>
	Powhatan-145		
	Prince Edward-147		
	3 Prince George-149	9 /s/ Lawrence E. Rifken	
	3 Richmond(county)-15		nu or Dua Ca Dobton
	Spotsylvania-I77	Signature of Attorne	ey of <i>rea se</i> Debior
	Surry-181		
	Sussex-183 Westmoreland-193		

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

I. JENNIFER C. MCGAREY, Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation, DO HEREBY CERTIFY, that attached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10, 2002, at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

I have hereunto set my hand this 11th day of August 2002.

/s/ Jennifer C. McGarey Jennifer C. McGarey

RESOLUTIONS ADOPTED BY BOARD OF DIRECTORS OF US AIRWAYS GROUP, INC.

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10,2002 at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy"):

NOW THEREFORE BE ITRESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter I1 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 ease;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby arc, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED. that the law firm, McGuireWoods LLP be, and hereby is, employed and retained as co-counsel for the Corporation in the chapter I1 case;

FURTHER RESOLVED. that the law firm. O'Melveny & Myers LLP be, and hereby 1S, employed and retained as special counsel for the Corporation in the chapter 11 case.

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is. employed and retained as claims and noticing agent for the Corporation in rhe chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hcreby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further actionand to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions. documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such furtheragreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation, each of the Authorized Signatories of the Corporation be, and they hereby are. authorized and directed to take or cause to be taken all such furtheractions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatorics or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confinned and approved in all respects.

Subsidiaries

US Airways, Inc.

Allegheny Airlines, Inc.

PSA Airlines, Inc.

Picdmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc.

Material Services Company, Inc.

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION WASHIYGTOY, D.C. 20554

In the Matter of

ALLEGHENY AIRLINES, INC.. DEBTOR-IN POSSESSION

Petition for Waiver of §1.1 102 of the Commission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application Filings Fees Pursuant to §1.1117 of the Commission's Rules and. in the alternative, waiver of §1.1117(e) of the Commission's Rules pursuant to §1.3 of the Commission's Rules.

To: Office of Managing Director

PETITION FOR WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT

Allegheny Airlines. Inc., Debtor-m-Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of §1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application"). See <u>Exhibit 1</u>. The Application was necessitated by Allegheny Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition. Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

I. THE BANKRUPTCY

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastem District of Virginia on August 11, 2002.' A copy of the bankruptcy filing is attached as **Exhibit**2. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver.

The Application was filed on September 10, 2002 and has been assigned file number

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I_{See} In re US Airways Group, Inc., et al., Debtors, Chapter II Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered. United States Bankruptcy Court, Eastern District of Virginia. The entities thai filed bankruptcy documents that gave them Debtor-&-Possession status were (1) Parent, (2) Licensee. (3) US Airways, Inc. ("US Airways"), (4) PSA Airlines. Inc. ("PSA"), (5) Piedmont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines. Inc. ("Mid Atlantic"). (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company. Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Courr are attached to the Applicanton.

II. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be 'waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly: Assignee requests relief under this provision of the Commission's Rules.

In Mobile Media Corporation, et al., Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." Supra. See also, Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for rhe 1994 Fiscal Year, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan. Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the grant of the present waiver request. See Melody Music. Inc. v. FCC, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to

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pay a total of one-hundred fifty dollars (\$150.00) for all FCC bankruptcy-related applications. This is another financial burden which based on FCC precedent, should be avoided because of the bankruptcy particularly so because a *pro forma* transaction does not entail any real changes in control of the Licensee. As stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media, supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under §1.11 17 of the Commission's Rules.

B. The Fee Deferral Is In The Public Interest

As revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in §1.3 of the Commission's Rules. **See also, WAIT Radio** v. FCC, 418 F.2d 1153 (D.C. Cir. 1969), cert. denied, 409 **U.S.** 1027 (1972).

* * * *

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III. CONCLUSION

For all of the foregoing reasons, Assignee respectfully requests that the Commission

grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the

Commission's Rules in connection with the Application

Respectfully submitted,

By:_____

Todd D. Rosenberg Richard J. Dyer

Counsel to Allegheny Airlines, Inc., Debtor-In-Possession

Dated: September 11. 2002

O'Melveny & Myers, LLP I650 Tysons Boulevard, Suite 1 150 McLean, Virginia 22102

Telephone: (703) 91 8-2720 Facsimile: (703) 918-2704

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EXHIBIT 1

See attached application

EXHIBIT 2

See attached bankruptcy petition.

EXHIBIT 2

See attached bankruptcy petition.



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X

United States Bankruptcy Court FORM BI **Voluntary Petition** Eastern District of Virginia Name of Debtor (if individual, enter Last, First, Middle): Name of Joint Debtor (Spouse) (Last, First Middle) US Airways Group, Inc. All Other Names used by the Debtor in the last 6 years All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names) (include married, maiden, and trade names) USAir Group, Inc. Soc. Sec. Tax I.D. No. (if more than one, state all): Soc. Sec./Tax I.D. No. (if more than one, state all): 54-1194634 Street Address of Debtor (No. & Street, City, State & Zip Code) Street Address of Joint Debtor (No. & Street, City, State & Zip Code): 2345 Crystal Drive Arlington, VA 22227 County of Residence or of the County of Residence or of the Principal Place of Business Principal Place of Business Arlington Mailing Address of Debtor (if different from street address) Mailing Address of Joint Debtor (if different from street address) Location of Principal Assets of Business Debtor (if different from street address above): Chapter or Section of Bankruptcy Code Under Which Type of **Debtor** (Check all boxes that apply) the Petition is Filed (Check one box) ☐ Individual(s) □ Railroad Chapter 7 ☑ Chapter II ☐ Chapter 13 ☑ Corporation ☐ Stockbroker Chapter 12 □Chapter 9 ☐ Partnership Commodity Broker ☐ Sec. 304 - Case ancillary to foreign proceeding ☐ Other Filing Fee (Chuck one box) Nature of Debts (Check one box) ☐ Consumer/Non-Business X Full Filing Fee attached Business ☐ Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that Chapter I1 Small Business (Check all boxes that apply) the debtor is unable to pay fee except in installments. ☐ Debtor is a small business as defined in 11 U.S.C § 101 Rule 1006(b) See Official Form No 3. ☐ Debtor is and elects to be considered a small business under 11 USC § 1121(c) (Optional) THIS SPACE IS FOR COURTUSE ONLY Statistical/Administrative Information (Estimates only)* 🗵 Debtor estimates that funds will be available for distribution to unsecured creditors. ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors 1000-over 100-199 Estimated Number of Creditors 16-49 50-99 200-994 īΧ Estimated Assets \$0 to \$50,000 \$50.00 Lto \$100,001 to \$500,001 to \$1,000,001 to \$10,000,001 to \$50,000,001 to More than \$100,000 \$500,000 S1 million \$10 million \$50 million \$100 million \$100 million П X Estimated Dehts \$100,001 to \$500,001 to \$1.000.001 to \$10,000,001 to \$50,000,001 to \$50,000 More than \$100,000 \$500,000 S1 million S50 million \$100 million \$100 million

Official Form 1) (9/01)	<u>-</u>	
Voluntary Petition (This page must be completed and file	ed in every case)	Name of Debtor(s): FORM BI, Page US Airways Group, Inc.
Pr	ior Bankruptcy Case Filed Within La	st 6 Years (If more than one, attachadditional sheet)
Location Where Filed Sone	Case Number	Date Filed
Pending Bankrupt o	cy Case Filed by any Spouse. Partner,	or Affiliate of this Debtor (If more than one, attachadditional sheet)
Name of Debtor: See Annex A	Case Number:	Date Filed
District:	Relationship:	Judge:
	S	ignatures
I declare under penalty of perjuty tha true and correct. [If petitioner is an individual whose dehosen to file under chapter 7] I am a	btor(s) (Individual/Joint) I the information provided in this petition obts are primarily consumer debts and howere that I may proceed under chapter 7 Code, understand the relief available under chapter 7.	and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)
	e chapter of title 11. United States Code	Exhibil B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that have informed the petitioner that [he or she] may proceed under chapter 7. II 12, or 13 of title 11. United States Code, and have explained the relief available under each such chapter Signature of Attorney for Debtor(s) Date
Signature of Debtor		Exhibit C
Date		Does the debtor own or have possession of any property that poses or is illeged to pose a threat of imminent and identifiable harm to public health or lafety? The Yes, and Exhibit C is attached and made a pan of this petition. No
Signature of Attorney	Signature of Attorney	Signature of Non-Attorney Petition Preparer
(s/ John Wm, Burler, Jr. Signature of Anomey for Debtor(s) John Wm, Burler, Jr. John K, Lyuns	/s/ Lawrence E. Rifken	certify that I am a bankruptcy petition preparer as defined in IIUS C. § 110 hat I prepared this document for compensation, and that I have provided the lebtor with a copy of this document —
Printed Name of Automey for Debtor(s) Skadden, Arps, Slate Meagher & Flom (Illinois)	McGuireWoods LLP Firm Name	Printed Name of Bankruptcy Petition Preparer
Firm Name 333 West Wacker Drive Chicago, IL 60006	1750 Tysons Boulevard, Suite 1800 McLean, VA 22102-4215 Address	Social Security Number
Address (312) 407-0700	(703) 712-SOO()	Address
Telephone Number	Telephone Number August 11, 2002	Names and Social Security numbers of all other individuals who prepared o
August 11, 2002	Date	assisted in preparing this document
I declare under penalty of perjury that I me and correct, and that I have been correct, and that I have been authorize Jebtor. The debtor requests relief in accordance states Code, specified in this petition.	·	
X /s/ David N. Siegel Signature of Authorized Individual		— Date
David N. Siegel Printed Name of Authorized Indivi- Authorized Signatory, US Airway Tile of Authorized Individual August 11, 2002 Date	dual	A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. It U.S.C. § 110, 18 U.S.C. § 1256

Annex 4 - Affiliate Debtors

On the date hereof, the following affiliated entities filed petitions for relief under chapter 1I of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia:

- I. US Airways Group, Inc.
- 2. US Airways. Jnc.
- 3. Allegheny Airlines, Inc.
- 4. PSA Airlines, Inc.
- 5. Piedmont Airlmes, Inc.
- 6. MidAtlantic Airways, Inc.
- 7. US Airways Leasing and Sales, Inc.
- 8. Material Services Company, Inc.



IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA ALEXANDRIA DIVISION

In re		:	
		;	Chapter 11
US A	ir ways C	Group, Inc	C N 02
		Debtor. :	Case No. 02
		X	
		Exhibir "A" to Voluntary	Peririon
1.		Debtor's common stock is registered under section l Debtor's SEC file number is !-8444.	? of the Securities Exchange Act of 1934
2		following unaudited financial daw is derived from the which are unaudited. The Debtor does not certify	
	a	Total assets	\$ <u>7.807.000,000</u>
	b	Total debts (including debts listed in 2.c., below	s <u>7,830,000.000</u>
	С.	Debt securities held by more than 500 holders	0
	d.	Number of shares of preferred stock.	O issued and outstanding 8,000,000 ¹ authorized
	e	Number of shares common stock:	$\frac{68.133,000^2}{150,000,000}$ issued and outstanding authorized
3	Brief	description of Debtor's business:	
US Ai (colle	AI"), Alli irways I ctively,1	Company's primary business activity is the ownerslegheny Airlines. Inc., Piedmont Airlines, Inc., PSA Leasing and Sales. Inc., Material Services Company he "Wholly-Owned Subsidiaries"). The primary busing tation of passengers, property and mail.	Airlines. Inc., Mid Atlantic Airways. Inc., y. Inc. and Airways Assurance Limited, LLC

¹ Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock.

At April 30, 2002.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc. 601 Pennsylvania Avenue, N.W., Suite 900 South Building Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA 4 LEXANDR14 DIVISION

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In re

Chapter I I

US Airways Group. Inc

Case No. 02-

Debtor :

- X

CONSOLIDATED LIST OF CREDITOWS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on 3 consolidated basis, based upon he hooks and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor 15 it binding on, the Debtors.'

The list is prepared in accordance with Fed R Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within he definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims ²

The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated disputed and/or subject to sctoff, as appropriate.

L				ļ	
		Creditor's Phone and Fax		בכנ	•
	Name of Creditor and Complete Mailing Address	Numbers	Nature of Claim	s :	1
	J.P.MORGAN TRUST COMPANY, NATIONAL ASSOCIATION	Phone: (412) 291-2080	Unsecured Facilities Loan	ij.	
	Douglas Wilson	Fax: (412) 751-9301			
	One Oxford Centre An Original Street State 1100				
	Pirshurgh, PA 15219 USA				
7	WILMINGTON TRUST COMPANY	Phone: (302) 636-6197	Trade -Aurorali Deferred Pouments	ر	580'686'6+ S
	Robert P. Hines, Jr.	Fax: (302) 636-4140		= 0	
	Rodney Square North 1100 North Market Sireet			,	
	Wilmington, DE 19890 USA ELLECTRONIC DATA SYSTEMS CORPORATION	Phone: (972) 797-4069	Trade (Contractual	Ü	162,909,04 8
	Doug Frederick	Fax: (972) 605-4555		Q	
	President, Operation Solutions 5400 Lepicy Drive		·		
	Mari Drop H3 5C 47 Plano, TX 75024 USA				
4	BA	Phone: (617) 662-1754	Trade Aircraft Deferred	U	\$ 36,114,451
	E. Docker Adams Vice Prevident	Fax: (617) 662-1456		DΩ	
	Services (P.O. Box			-	
14.	HOSION, MA 02102 USA FIRST UNION NATIONAL BANK	Phone: (704) 715-3021	Trade -Aircraft Deferred	J	\$ 16,285,791
	Robert L. Bicc , li	Fax: (704) 374-6682	Payme nts	כ	
	í			۵	
	si Deparmen on Street overse				
æ	GENERAL ELECTRIC CAPITAL CORP.	Phone: (203) 316-7560	Trade -Aircraft Deferred	Ü	\$ 12,795,060
	Ron Wainshal	Fax; (203) 961-6906	Payme nts	ĵ	
	GE Capital Aviation Services-Structured Finance 201 High Ridge Road				
	Sramford CT 06/127 USA			۵	
					·
<u></u>	AIRLEANE	Phone: (415) 765-1848	Trade - Return Claims	Ú	5 5,814,634
	Jud Mansour	Fax: (415) 765-1817		Ω	
	555 California Street				
ļ.	San Francisco, CA 94104 USA	10000 10000 10000	Tanda A month	Ş	ACR BAS A R
*	ALLEGHENY COUNTY AIRPORT	Thorie: (412) 472/5557	Authority		
	Edward Notifier 1000 Arrang Rivel.	F dX: (+)z) 4/z-3/23			
	B:::				
\Box			Authority		
	Lestie Turner Philadelph ia Internationa I Airport	Fax: (215) 937-5480			
		-			
	Carrie Blaickwell 5501 Rc Josh Burningham Parkway	Fax: (704) 359-4950	Antonov	_	
	Therboin N. 20210 IIEA				
⅃				1	

	 	Creditor's Phone and Fax Numbers	Nature of Claim	N D C	Amount of Claim
Ξ	LSG SKY CHEFS	Phone: (817) 792-2303	Trade -Food Service	< 2	\$ 2.542.873
	Mrke Mesko -824 E Lamar Blvd	Fax: [817) 792-2460			
	Astronom TV 74011 116 A				
	Tim Bergin	Fax: (954) 760 7716		0	,
l=	Fr. Lauderdale, Fr. 33301 USA HOETNG COMMERCIAL AIRPLANES	Phone: (206) 655-1131	Trade - Aircrafi	V/N	\$ 1,247,012
	Jennier Bangana	Fax: (425) 237-3830	Paris/Maintenance		
	b is park ave. N. Mail Cyde Ms 6X. U.J. And Cyshier Ms 6X. C.J. Renner, W.A. 98035.				
7	ATR CARGO INCORP	Phone: (410) 280-5568	Trade -Cargo Handling	Ϋ́	1,269,841
	Jenny W. hue 1819 Bay Ridge Ave	Fax: (410) 263-8208			
	Annapulis, MD 21403 USA				
ŠI.	BOEING CAPITAL	Phone: (425) 393-0970	Trade - Aircraft Deferred	U	000'060'1 \$
	Scott Nicholson	Fax: (425) 393-2904		ə c	
	500 Nathes Ave Sw 3Rd Floor Me 6Y-14 Renton, WA, 98055			1	
<u>5</u>	INTERBORO SCHOOL	Phone: (610)461-6700	Trade - A irport Autho rity	< Ž	5 1,058,793
_	Pamela Piwell Philadelph ia International Airport Terminal E	Fax: (610) 461-6700			
	Philadephia, PA 19153 USA				
11		Phone: (210) 804-7719	Trade - A ircraft Parts/Maintenance	ς _Ν	907,030
	Ed Methol 10823 North East Entrance	Fax: (210) R24-3021			
	San Antonio, TX 78216 USA				- 1
<u>*</u>		54	Trade - Real Estato Services	<u>S</u>	\$ 893,382
	Vicki Lauren 1345 Crysial Drive	Fax. (703)769-1190			
_	Arlington, VA 22202 USA				
<u>*</u>	SAN FRANCISCO ATRPORTS COMMISSION	Phone: (650)821-2843	Trade -A irpori Authority	۷/X	5 841,464
	Jess Balageas San Fransisco International Airpott 6Th Floor Rm 644	Fax: (650)821-2846			
	San Fransisco, CA 94128 USA				
0.7	AIRFLANES GROUP	Phone: 353 61 706392	Trade - Ronum Claums	J	896'864 5
	Finna Roche Avianon House	F4x: 353 86 8166392		Q	
	Shannon Co. Claire, Imland			_	

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
:1	UNITED HEALTHCARE	Phone: (813)818-5615	Trade - Medical &	N/A	\$ 777.040
	Rory Dony 22703 Network Place	Fax: (813)854-3359	Deniul	į	
	11111				
12	Chicago, il. 60873-1227 USA THE ROYAL BANK OF SCOTLAND	Phone: 020 7648 3814	Trade - Aircraft Deferred Payments	C	\$ 753.901
	Francis Catey Manager - Syndicated Loans Agency 135 Bish opsgate 5Th Floor	Fax: 020 7615 0106		U D	
	London, EC2 M 3U R Great Britain	Phone: (913)712-0400	Trade - Aircraft	N/A	5 687.91
:3	HONEYWELL INTERNATIONAL INC	Phone: (4131/12-0400	Parts, Maintenance	1	3 4
	Lori Habeger 875 W Elliet Rd Sie 106	Fax: (913)712-5867			
<u> </u>	Tempe, AZ 85284 USA			NI S	\$ 608,64
14	HAMILTON SUNDSTRAND	Phone: (815)394-2945 Fax: (815)394-3558	Trade - A troraft Parts: Maintenance	N. A	3 6118,64.
	Steven Gabscheid 4747 Harrison Ave.	Fax: (813)374-3338			
.5	Rockford, IL 61125 USA ROCKWELL COLLINS	Phone: (314)295-3293	Trade -A ircraft	N/A	\$ 585,640
			Parts/Maintenance		
	Brian J. Seeber 400 Collms Rd. Ne	Fax: (319)295-4092			
	Cedar Rapids, IA 52498 USA		<u> </u>		
!6	HIGHW OODS FORSYTH LTD PARTNERSHIP	Phone: (356)631-9000	Trade - A ironiti Parts/ Maintenance	N/A	\$ 575.740
	Allison Saucy 380 Kn oliwond Street Ste 430	Fax: (336)725-1969	E att 2: Mathierance		
	Winston Salem , NC 27103 USA				
27	TOWERS PERRIN	Phone: (416)960-2700	Trade -Other Professional	N/A	\$ 567,841
	Mark Duncan 1500 Market Street	Fax: (416)960-2819			
_	Philadelphia, PA 191024790 USA	DL (107)V25 2017	Trade - A ironti Authority	N/A	\$ 548,57
28	GREATER ORLANDO AVIATION AUTHORITY	Phone: (407)825-2017	Trade -A irport Authority		
	Parti Eversi One Airport Blvd	Fax: (407)825-2259			
	Orlando, FL 32827 USA				_
29	HILLSBOROUGH COUNTY AVIATION AUTHORITY	Phone: (*13)870-8700	Trade - A irport Authority	N/A	5 502,340
	Ginny Brewer Tamp a International Airport 3Rd Level	Fax: (813)875-6670			
	Tampa, FL 33607 USA			L	£ 201.5-
311	GOODRICH FAIRHOPE SERVICE	Phone: (2511952-3377	Trade - Amerati Parts/Maintenance	N/A	\$ 404,72
	Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Aerostructures Grp Foley, Al. 36535 USA	Fax: (251)952-3376			

^[1] For the purposes of this first, the Debtors have not analyzed whether claims on behalf of aircraft lessors or aircraft financers are secured or unsecured or, if secured, what portion, if any, of the intal claims an impedired deficiency claim. Nothing hereins half constitute any admission or any way waive or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.

I. an Authorized Signatory of US Airways Group. Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief

Date: August 11, 2002 Signature: /s/ David N. Siegel

Authorized Signatory US Airways Group, Inc.

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

	Debtor(s)		
	DECLARATION OF I	DIVISIONAL VENUE	
	nce, principal place of business or p nkruptcy petition in the indicated co		
.EXANDRIA DIVISION	RICHMOND DIVISION	Norfolk Division	Newport News Divisio
Cities:	Cities:	Cities:	Cities:
7 Alexandria-510	7 Richmond(city)-760	☐ Norfolk-710	☐ Newport News-700
7 Fairfax-600	3 Colonial Heights-570	Cape Charles-535	☐ Hampton-650
7 Falls Church-610	7 Emporia-595	3 Chesapeake-550	□ Poquoson-735
3 Manassas-6x3	☐ Fredericksburg-630	7 Franklin 620	☐ Williamsburg-830
☐ Manassas Park-685	Hopcwell-670	7 Portsmouth-740	Counties:
Counries:	Peirrsburg-730	☐ Suffolk-800	Gloucester-073
☐ Arlington-013	Counties:	3 Virginia Beach 810	= = = = = = = = = = = = = = = = = = =
7 Fairfax-OS9	☐ Amelia-007	Counties:	☐ Mathews-II5
☐ Fauquier-061	☐ Brunswick-025	3 Accomack-001	☐ York-199
☐ Loudoun-107	☐ Caroline-033	☐ Isle of Wight-093	
Prince Williain-153	7 Charles City-036 ☐ Chesterfield-041	☐ Northampton-131 ☐ Southampton-175	
☐ Stafford-179	Dinwiddie-053	3 Southampion-175	
	□ Essex-057		
	O Goochland-075		
	☐ Greensville-081		
	☐ Hanover-085		
	7 Henrico-087		
	7 King and Queen-097		
	3 King George-099		
	☐ King William-101		
	☐ Lancaster-103		
	☐ Lunenburg-111 O Mecklenburg-117		
	O Middlesex-119		
	□ New Kent-127		
	□ Northumberland-I33		
	☐ Nottoway-135	Dare: August 11, 20	002
	— Powhatan-145		
	3 Prince Edward-147		
	3 Prince George-149		
	7 Richmond(county)-159	/s/ Lawrence E Rifken	
	☐ Spotsylvania-177	Signature of Attorne	y or <i>Pro Se</i> Debtor
	☐ Surry-181	•	-
	3 Sussex-183		
	☐ Westmoreland-193		

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

I, JENNIFER C. MCGAREY, Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation, DO HEREBY CERTIFY, that attached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10,2002, at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

1 have hereunto set my hand this 11th day of August 2002

/s/ Jennifer C. McGarey Jennifer C. McGarey

RESOLUTIONS ADOPTED BY BOARD OF DIRECTORS OF US AIRWAYS GROUP. INC.

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002. at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

WHEKEAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy"):

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatorics," and each an "Authorized Signatory") be, and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them bc, and each hereby is, authorized to execute and tile or cause to be executed and filed (or direct others to do so on theirbehalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Mcagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hcreby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, McGuireWoods LLP be, and hereby is, employed and retained as co-counsel for the Corporation in the chapter II case;

FURTHLR RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case,

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is. employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions:

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation, each of the Authorized Signatories of the Corporation be, and they hereby arc, authorized and directed to take or cause to be taken all such furtheractions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confinned and approved in all respects.

Schedule A

Subsidiaries

US Airways, Inc.

Allegheny Airlines, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc

Material Senices Company: Inc.

10000 ROU-03-020

O'MELVENY & MYERS LLP

LOS ANGELES
CENTURY CITY
IRVINE SPECTRUM
MENLO PARK
NEWPORT BEACH
NEW YORK

1650 Tysons Boulevard McLean, Virginia 22102

TELEPHONE 703-267-1400
FACSIMILE 703-287-2404
INTERNET WW.OININ.COM

SAN FRANCISCO WASHINGTON, D.C. HONG KONG LONDON SHANGHAI TOKYO

September 13, 2002

BY HAND DELIVERY

Andrew S. Fishel, Managing Director

Federal Communications Commission

ORIGINAL

OUR FILE NUMBER 882,605-569

RECEIVED - FCC

WRITER'S DIRECT DIAL 703-918-2720

SEP 1 3 2002

writer's E-MAIL ADDRESS trosenberg@omm.com

Federal Communication Commission Bureau / Office

Re:

445 12th Street, S.W.

Washington, D.C. 20554

US Airways, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., and Allegheny Airlines, Inc. - Consolidated Petition for Waiver and/or Deferral of Fees Associated with Application File Nos. 0001027259, 0001027256, 0001027250, 0001027235 and 0001027242

Dear Sir/Madam:

On behalf of US Airways, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., and Allegheny Airlines, Inc. ("Applicants"), we hereby submit an original and four (4) copies of the enclosed consolidated petition requesting waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules. Applicants respectfully request that this waiver request be reviewed in association with the above-referenced applications.

Please stamp the receive date on the enclosed copy marked "Stamp and Return" and return it to us for our tiles. Please contact the undersigned should any questions arise concerning this submission

Very truly yours,

Todd D. Rosenberg

for O'Melveny & Myers LLP

Counsel to US Airways, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., and Allegheny Airlines, Inc.

Enclosure

cc: Jeffery Tobias, Wireless Telecommunications Bureau (via facsimile – 202-418-2227)
John Chudovan, Wireless Telecommunications Bureau (via facsimile – 717-338-2850)

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION WASHINGTON, D.C. 20554

ORIGINAL

In the Matter of

US AIRWAYS, INC., DEBTOR-IN-POSSESSION,

ALLEGHENY AIRLINES, INC., DEBTOR-IN-POSSESSION,

PSA AIRLINES, INC., DEBTOR-IN-POSSESSION,

PIEDMONT AIRLINES, INC., DEBTOR-IN POSSESSION

Consolidated Petition for Waiver of §1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with Applications for Issuance of Aircraft Licenses Pursuant to \$1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application Filings Fees Pursuant to §1.1117 of the Commission's Rules and, in the alternative, waiver of \$1.1117(e) of the Commission's Rules pursuant to §1.3 of the Commission's Rules.

File Nos. 0001027259 & 0001027256

File No. 0001027242

File No. 0001027235

File No. 0001027250

To: Office of Managing Director

CONSOLIDATED PETITION FOR WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT

US Airways, Inc., Debtor-in-Possession, Allegheny Airlines, Inc., Debtor-in-Possession, PSA Airlines, Inc., Debtor-in-Possession, and Piedmont Airlines, Inc., Debtor-in-Possession ("Applicants"), pursuant to \$1.1117 of the Commission's Rules and by their attorneys, hereby

seeks a waiver of §1.1 102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced applications for issuance of aircraft licenses ("Applications"). The Applications were necessitated by US Airways, Inc.'s, Allegheny Airlines, Inc.'s, PSA Airlines, Inc.'s, and Piedmont Airlines, Inc.'s ("Licensees") August 11, 2002 bankruptcy filing which resulted in Applicants' Debtor-in-Possession status. Licensees hold aircraft licenses used in connection with their operations as commercial airlines, but must cancel such licenses as a result in the change of status.

In addition, Applicants requests a deferral of the obligation to pay the application filing fees upon filing of the Applications, pursuant to §1.1117(e) of the Commission's Rules as recently revised, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the consolidated waiver request described above

I. THE BANKRUPTCY

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002. A copy of the bankruptcy filing is attached as **Exhibit**L. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft,

TC1:469208.1

¹See In re US Airways Group, Inc., et al., Debtors, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents rhar gave them Debror-in-Possession status were (1) Parent, (2) Piedmont Airlines, Inc. ("Piedmont"), (3) US Airways, Inc. ("US Airways"), (4) Allegheny Airlines, Inc., (5) PSA Airlines, Inc. ("PSA"), (6) MidAtlantic Airlines. Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company. Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in rhe United Stares Bankruptcy Court are attached to the Application.

aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties have filed *pro forma* applications for involuntary assignment of various wireless licenses to the debtor-in-possession entities, which were accompanied by similar requests for waiver.

II. THE PUBLIC INTEREST

A. The Section 1.1 117 Waiver Is In The Public Interest

Applicants request that they be relieved from the requirement to pay the application filing fees that are associated with the Applications. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Applicants request relief under this provision of the Commission's Rules.

In Mobile Media Corporation, et al., Memorandum Opinion & Order, 14FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." Supra. See also, Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); In the Matter of Daniel R. Goodman, Receiver: Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

TC1 469208 I

In the present case, Applicants submit that the bankruptcy requires like treatment in the grant of the present consolidated waiver request. See Melody Music, Inc. v. FCC, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensees have filed for Chapter 11 bankruptcy and have been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to pay a total of sixty-five thousand four-hundred dollars (\$65,400.00) for all FCC bankruptcy-related applications referenced herein.² This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because the restructuring is a pro forma transaction and does not entail any real changes in control of the Licensees. As stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in Mobile Media, supra, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Applicants request grant of this consolidated waiver under §1.1117 of the Commission's Rules.

B. The Fee Deferral Is In The Public Interest

As revised effective as of September 11, 2002, §1.1117(e) of the Commission's Rules requires that carriers requesting deferral or a waiver of application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the consolidated waiver requested above, as described above, justify the deferral of the fee payments at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to the recent change pursuant to the Commission's

TC1:469208.1 4

² The fees for US Airways' applications for aircraft licenses amount to \$50,000 and \$1,200 Individually. The fer for Piedmont's application for an aircraft license amounts to \$7,000. The fee for Allegheny Airlines, Inc.'s application for an aircraft license amounts to \$4,000. The fee for PSA's application for an aircraft license amounts to \$3,200.

general waiver provisions as codified in §1.3 of the Commission's Rules. See also, WAIT Radio v. FCC, 418 F.2d 1153 (D.C. Cir. 1969), cert. denied, 409 U.S. 1027 (1972)

III. CONCLUSION

For all of the foregoing reasons, Applicants respectfully request that the Commission grant this consolidated petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Applications

Respectfully submitted,

By: Tode P Rock

Todd D. Rosenberg Richard J. Dyer

Counsel to US Airways, Inc., Debtor-in-Possession; Allegheny Airlines, Inc., Debtor-in-Possession; **PSA** Airlines, Inc., Debtor-in-Possession; and Piedmont **Airlines**, Inc., Debtor-In-Possession

Dated: September 13,2002

O'Melveny & Myers, LLP 1650 Tysons Boulevard, Suite 1150 McLean, Virginia 22102 Telephone: (703) 918-2720

Facsimile: (703) 918-2704

TC1:469208.1 5

$\underline{EXHIBIT\ 1}$

See attached bankruptcy petition.



FORM 81 [tes Bankru District of V		ourt			Voluntary Petition
Name of Debtor (if individual, enter La US Airways Group, Inc.	ısı, First, Middle	2):		Name	of Joint Debtor	(Spouse) (Last, Fire	Middle)
All Other Names used by the Debtor in (include married, maiden, and trade nar						by the Joint Debtor len, and trade name	
USAir Group, Inc							
Soc. Sec./Tax 1D No. (if more than or 54-1194634	e. state all)			Soc S	Sec./Tax ID. No	(if more than one,	state all)
Street Address of Debtor (No. & Street 2345 Crystal Drive Arlington, VA 22227	, City, State & 2	Zip Code):		Street	Address of Join	Debtor (No & Str	eet, City, State & Zip Code).
County of Residence or of the Principal Place of Business Arlin	gton				y of Residence of ipal Place of Bus		
Mailing Address of Debtor (if different	from street add	ress)		Mailir	ng Address of Jo	nt Debtor (if differ	ent from strect address)
Type of Debtor (Che	cck all boxes tha	ıt apply)					ptcy Code Under Which
☐ Individual(s)	☐ Railr			O Chr	th apter 7	e Petition is Filed: \[\bar{\text{\tint{\text{\tett{\text{\tint{\text{\text{\text{\text{\text{\tetit}\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\text{\tex{\tex	_ :
☑ Corporation ☐ Partnership		ibroker modity Broker		Cha	•	☐ Chapter	·
☐ Other		mounty Broker		□ Sec	. 304 - Case and	llary to foreign pro	ceeding
Nature of Debt	s (Check one be	n)				Filing Fee (Cho	ck one box)
☐ Consumer/Non-Business	☐ Busir	ness			l Filing Fee attac		
Chapter 11 Small Busines	E (Check all hor	(ce that apply)					pplicable to individuals only) count's consideration certifying that
Debtor is a small business as defined Debtor is and elects to he considered [1121(e) (Optional)	ın II U.S.C.§	101) 6	the	debtor is unable	10 pay fee except in Official Form No. 3	a înstallments
Statistical/Administrative Informatio	n (Estimates on	ly)*			· ·		THIS SPACE IS FOR COURTUSE ONL
☑ Debtor estimates that funds will be a					anid there will	ha no fundo	
Debtor estimates that, after any exemavailable for distribution to unsecure		xcruded and adm		expenses	paid, there will	be no tunas	
Estimated Number of Creditors	I-15	16-49 50-99) I	00-199	200-999	1000-over	
Estimated Assets		·					
\$0.000 \$50,001 to \$1,00,001 to \$50,000 \$100,000 \$300,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10.000.i \$50 milli		\$50,000,001 to reilfim 0012	More than \$100 million	
						· 🛚	
Estimated Debs \$0 to \$50,001 to \$100,000 to \$50,000 to \$500,000 to \$500,000 to \$600,000 t	\$500,001 to \$1 million	\$1,000.001 to \$10 million	\$10,000.6 \$50 millio		\$\$0.000,001 to \$100 million	More than \$100 million	

Voluntary Petition (This page muss be completed and filed	in every case)	Name of Debtor(s) FORM B1. Page US Airways Group. Inc
Prio	r Bankruptcy Case Filed Within La	st 6 Years (If more than one, attachadditional sheet)
Location Where Filed None	Case Number.	Date Filed:
Pending Bankruptcy	Care Filed by any Spouse, Partner,	or Affiliate of this Debtor (If more than one, attach additional sheet)
Name of Debtor See Annex A	Case Number	Date Filed
District	Relationship:	Judge:
Ideclare under penalty of perjury that the true and correct. [If petitioner is an individual whose debensen to file under chapter 7] I am awa II, J2, or 1?of title II, United States C	otr are pemarily consumer debts and hore that I may proceed under chapter 7, code, understand the relief available un	and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)
cach such chapter, and choose to procee Irequest relief in accordance with the e specified in this perilion. X Signature of Joint Debtor Telephone Number (if not represente	chapter of title 11. United States Code.	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attormy for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, II. 12, or 13 of title 11. United States Code, and have explained the relief available under each such chapter. Signature of Attorney for Debtor(s) Date
Signature of Debtor Date		Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? Yes, and Exhibit C is attached and made a pan of this petition.
Signature of Attorney (sf John Wm. Butler, k. Signature of Attorney for Debtor(s) John Wm. Butler, Jr. John K. Lyons	Signature of Attorney /s/ Lawrence E. Rifken Signature of Attorney for Debtor(s) Lawrence E. Rifken (VSB No. 29037) Printed Name of Attorney for Debtor(s)	Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in IIU S.C. § 110 that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.
Printed Name of Anomey for Debior(s) Skadden, Arps, Slate, Meagher & Flom (Illinois)	McGureWoods LLP Firm Name	Printed Name of Bankruptcy Petition Preparer
Firm Name 333 West Wacker Drive Chicago, JL 60606	1750 Tysons Boulevard, Suite 1800 McLean, VA 22102-4215 Address	Social Security Number
Address (312) 407-0700 Telephone Number	(703) 712-5000 Telephone Number	Address Names and Social Security numbers of all other individuals who prepared o
August F1, 2002 Date	August 11, 2002 Date	assisted in preparing this document
	othorized to file this petition is true and to file this petition on behalf of the	
David N. Siegel Printed Name of Authorized Individu Authorized Signatory, US Airways (Title of Authorized Individual August 11, 2002		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 USC § 1256.

Annex A - Affiliate Debtors

On the date hereof, the following affiliated entities filed petitions for relief under chapter I1 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia:

- I US Airways Group, Inc.
- 2. US Airways, Inc.
- 3. Allegheny Airlines. Inc.
- 4. **PSA** Airlines, Inc.
- 5. Piedmont Airlines, Inc.
- 6 MidAtlantic Airways, Inc.
- 7. US Ainvays Leasing and Sales, Inc
- 8. Material Services Company, Inc.



IN THE UNITED STATES BANKRUPTCY COURT FOK THE EASTERN DISTRICT OF VIRGINIA ALEXANDRIA DIVISION

In re:			
IIC Air	ways G	roup lag	Chapter 11
US AII	ways G	roup. lπc., Debtor.:	Case No. 02
		Erhibil "A" to Voluntary P	Petition
1.		Debtor's common stock is registered under section 12 Debtor's SEC file number is 1-8444.	of the Securities Exchange Act of 1934
2.		ollowing unaudited financial dam is derived from the which are unaudited. The Debtor does not certify as	
	a	Total assets	\$7.807,000.000
	b	Total debts (Including debts listed in 2.c., below)	\$ <u>7,830,000,000</u>
	С	Debt securities held by more than 500 holders	0
	d.	Number of shares of preferred stock:	$\frac{0}{8.000.000^{1}}$ issued and outstanding
	e.	Number of shares common stock	$\frac{68.133.000^2}{150.000.000}$ issued and outstanding authorized
3	Brief	description of Debtor's business:	
US Air	l "), Alle ways L tively.th	Company's primary business activity is the ownershigheny Airlines, Inc., Piedmont Airlines, Inc., PSA A leasing and Sales, Inc., Material Services Company. The "Wholly-Owned Subsidiaries"). The primary busing the primary business activity is the ownership and the primary business activity is the ownership and business activities and business activities are primary business.	irlines, Inc., Mid Atlantic Airways, Inc., Inc and Airways Assurance Limited, LLC

At April 30, 2002

Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock

4. List the names of any person who directly or indirectly awns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc 601 Pennsylvania Avenue, N.W., Suite 900 South Building Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as io its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA ALEXANDRIA DIVISION

In re:	
	Chapter 11
US Airways Group. Inc.,	
	Case No. 02
Debtor.	
-	

CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list ofcreditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon he books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is 11 htnding on, the Debtors.'

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (I) persons who come within he definition of "innder" set forth in I1 U S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deliciency places the creditor among the holders of the 30 largest unsecured claims.²

The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with II U.S. C. § 521 and Fed. R. Bankr P 1007. The information contained in the Schedules may differ from the information set forth below.

The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate

	 	Creditor's Phone and Fax	Nature of Qaim	S D	Amount of Clain
'	J.P.MORGAN TRUST COMPANY, NATIONAL ASSOCIATION	Phone: (412) 291-2080	Unsecured Facilities	i.	\$ 71,140,000
	Douglax Wilson	Fax: (412) 751-9301	Loan		
	One Oxford Centre 301 Grant Street, Suite 1100 Durchards Bax 19310 1194				
J	:	. :	Payme nts	-	300000000000000000000000000000000000000
	Robert P. Hines, Jr. Financial Services Officer, Corponer Trusi	Fax: (302) 636-4140		۵ د	
	Rodne y Square North 1100 North Market Street Wilmington. DE 19890 USA				
۳.	SYS	Phone; (972) 797-4069	Trade Contractual	U	\$ 46,909,431
	Doug Frederick President, Operation Schuldes	Fax: (972) 605-4555		۵	
	5400 Legacy Drive Mail Drop H3-5C-47 Plant, Drop P3-5C-47				
4	STATE STREET BANK AND TRUST CO.	Phone: (617) 662-1754	Trade -Aircraft Deferred	J	\$ 36,114,451
	E. DeckerAdams	Fax: (617) 662-1456	Paynic nis	5 (
	Global Investor Sevices Group Groupate Trass. P.O. Box 728 Buston Ant 1910		_	3	
~	I OI	Phone: (704) 715-3021	Trade -Aircraft Deferred	Ų	16,285,791
	Robert L. Bice . Ii	Fax: (704) 374-6682	Payments	n	
	Corporate Trust Department			۵	
	401 South Tryon Street Charloie, NC 28288 USA			•	
9	GENERAL ELECTRIC CAPITAL CORP.	Phone: (203) 316-7560	Trade - Aircraft Deferred	Ų	\$ 12,795,060
	Ron Wainshal GE Capita Aviation Services-Structured Finance	Fax: (201) 961-6906	rayine nis	ב	
	jeji rijan kidge koda Siamford, CT 06927 USA			۵	
7	AIRLEASE	Phone: (415) 765-1848	Trade - Rerum Claims	U	5 5,814,634
	Jad Mansour	Fax: (415) 765-1817		۵	_
	555 California Spreet				
	San Francisco, CA 94194 USA ALLEGHENY COUNTY AIRPORT	Phone: (412) 472-5559	Trade -A irport	S Ž	\$ 4,589,836
	Edward Moeller	Fax: (412) 472-5725	Authority		
	1980 Airport Blyd.				
一	Pittsburgh, PA 15231 USA	Anna S Prof. (Sec. 197	- -	-	30, 17, 1
	CHY OF PHILADELPHIA	Phone: (212) 93/-2480	I rade - A irpori	ć Ž	3,167,483
	Lestie Turner Philadelph is International Airport	Fax: (215) 937-5480			
	Philadelphia, PA 1915.1 Lisa				
0.1	EAL	Phone: (704) 359-4023	Trade - A irpon	∀ /X	\$ 2,566,909
	Carrie Blackwell 5501 Rc Josh Birmingham Parkway	Fax: (764) 359-4950	À.		
7	Charlore, NC 28219 USA				

		 Creditor's Phone and Fax Numbers	 	o a s	Ame CL	Amount of Claim
Ξ	LSG SKY CHEFS	Phone: (817) 792-2303	Trade -Food Service	ζž	2	5 2.542,873
	Mike Mesko 524 E. Lamar Blyd	Fax: (R17) 792-2460				-
	Arlingun, TX ?6011 USA					
1 2	DEBIS	Phone: (954) 760 7777	Trade - Roum Claims	U	\$	1.830,017
	Tim Bergin	Fax: (954) 760 7716				
	100 Ne Third Ave Suite 800					
:	_					
<u> </u>		Phone: (206) 655-1131	Trade - A ircraft	z	S	1,297,012
	Jennier Baggna Ast Park Ave N	Fax: (425) 237-3830	Patis/Mathienance			
	Mail Code Ms 6X Uj	-				
	Atin Casher Ms 6X Cf Renion, WA 98055 USA					
Ϊ	UINCORPO	Phone: (410) 280-5568	Trade - Cargo Handling	V/X	5 1.	1,269.841
	Jenny White	Fax: (410) 263-8208				
	1819 Rage Ave					
	_					
<u>«</u>	BOEING CAPITAL	Phone: (425) 393-0970	Trade - Aircraft Deferred	u	5	000'060'1
	Seuti Nicholson	Fax: (425) 393-2904	47116.118	ב		
	SOU Nather Ave Sw			۵		
	JRU Plour Mc 6Y-14 Renion, WA 98055 USA					
9	INTERBORO SCHOOL DISTRICT	Phone: (610)461-6700	Trade - A import Authority	K/X	2,1	1,058,793
	Panela Poweil Philadelphia Internationa Aurovr Tesmirat E	Fax: (610) 461-6700				
	Philadebhia. PA 19153 USA					
-	FAIRCHILD DORNIER (N.	Phone: (210) 804-7719	Trade - A ircraft	A/X	\$	907,030
	Ed Methor 10823 North East Entrance	Fax: (210) 824-3021	Paris/Maintenance			
38	CHARLES E SMITH COMMERCIAL REALTY	Phone: (703)769-1254	Trade -Real Esiate	N/A	5	893,382
	Vicki Lauren 2345 Crystal Drive	Fax: (703)769-1190	Services			
	Artingson, VA 22202 USA					
2	SAN FRANCISCO AIRPORTS COMMISSION	Phone: (650)821-2843	Trade - A irport Authority	٧/٧ ۲	~	841,464
	Jess Balagens San Fransisco International Auport 6Th Floor Rin 644	Fax: (05U)#21-2846				
97	Sun Fransisco, CA 94128 1JSA AIRPLANES CROUP					
		Phone: 353 61 706392	Trade - Rotum Claims		er s	198,968
	Fions Roche Aviation House	Fax: 353 K6 8166392		<u> </u>		
	Shannon Co, Ctaire, ireland					
1				_		_

Tai	29 H G	28 G P	26 W S32 A H C 44 В		
Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Aerostructures G cp	Orlando, FL 3287 USA HILLSBOROUGH COUNTY AVIATION AUTHORITY Ginny Brewer Tampa International Airport 3Rd Level	Mark Duncan 1500 Market Street Philadephia, PA 191024790 USA GREATER ÖRLÄNDO AVIATION AÜTHORITY Patti Everst One Airport Blvd	Brian J. Seeher 400 Collins Rd.Ne 400 Collins Rd.Ne Cedar Rapids, 1A 52498 USA Cedar Rapids, 1A 52498 USA HIGHW OODS FO RSYTH LTD PARTNERSHIP Allison Saucy 380 Knollwood Street Ste 430 Winston Salem , NC 27103 USA	Francis Carey Manuger - Syndicated Loans Agency (13) Bishopsgate (37th Floor London, EC2 M 3U R Great Britain HONEYWELL INTERNATIONAL INC Lori Habeger (875 W Ellici Rd Sire 106 Sire 106 Sieven Gabscheid 4747 Harrison Ave.	Name of Creditor and Complete Mailing Address UNITED HEALTHCARE Rory Dury 22703 Neiwork Place Chicago, IL 66573-1227 USA
Fax: (251)052-3376	Phone: (813)870-8700 Fux: (813)875-6670	Fax: (416)960:2819 Phone: (407)825-2017 Fax: (407)825-2259	Fax: (319)295.4092 Phone: (336)631-9000 Fax: (336)725-1969	Phone: 020 7615 0106 Fax: 020 7615 0106 Phone: (913)712-5867 Phone: (815)394-2945 Fax: (815)394-3558	Creditor's Phone and Fax Numbers Phone: (813)818-5613 Fux: (813)854-3359
Parts/Maintenance	Trade - A irpon Autho 111y	Professional	Paris/Maintenance Trade - A invafi Paris/Maintenance	Frade - Aircraft Deferred Payments Trade - Àircraft Parts/Maintenance Parts/Maintenance	Nature of Claim Track - Medical & Dental
		× >	× × ×	Z Z Z D C O	N. V. N. D. C.
	\$ 502,340	\$ 548,574	\$ 575,746	\$ 753,908 \$ 687,911 \$ 608,642	Amount of Claim s 777.046

^[1] For the purposes of this list, the Debtors have not analyzed whether claims on behalf of almost flessors or africing financiers are secured or unsecured or, if secured, what portion, of the total claim is an unsecured deficiency claim. Nothing herein shall constitute any admission or any way waive or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.

It an Authorized Signatory of US Aitways Group, Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief.

Signature: /s/ David N. Siegel
Authorized Signatory
US Aitways Group, Inc.

August 11, 2002

Date:

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

US Airways Group. Inc		Case No. <u>02-</u>		
		Chapter		
	Debtor(s)			
	DECLARATION OF	DIVISIONAL VENUE		
	ce, principal place of business or particular petition in the indicated ci			
ALEXANDRIA DIVISION Cities:	RICHMOND DIVISION Cities:	NORFOLK DIVISION Cities:	NEWPORT NEWS DIVISION Cities:	
☐ Alexandria-510 ☐ Fairfax-600	n Richmond (city)-760	O Norfolk-710 Cape Charles-535	☐ Newport News-700 ☐ Hampion-650	
O Falls Church-610	☐ Colonial Heights-570☐ Emporia-595	☐ Cape Charles-535	n Poquoson-735	
☐ Manassas-6x3	7 Fredericksburg-630	Franklin-620	☐ Williamsburg-830	
☐ Manassas Park-685	7 Hopewell-670	7 Portsmouth-740	Counties:	
Counties:	Petersburg-730	☐ Suffolk-800	7 Gloucester-073	
☑ Arlington-013	Counties:	☐ Virginia Beach-XI0		
☐ Fairfax-059	☐ Amelia-007	Counties:	☐ Malhews-II5	
☐ Fauquier-061	n Brunswick-025	☐ Accomack-001	☐ York-199	
☐ Loudoun-107	☐ Caroline-033	☐ Isle of Wight-093		
Prince William-153	Charles City-036	☐ Northampton-131		
n Stafford-179	Cheslerlield-041	Soulhampion-175		
	Dinwiddie-053			
	3 hex-057			
	3 Coochland-075			
	7 Greensville-081			
	☐ Hanover-085 O Henrico-087			
	☐ King and Queen-097			
	☐ King George-099			
	n King William-101			
	Lancaster-I 03			
	3 Lunenburg-III			
	7 Mccklenburg-I I 7			
	☐ Middlesex-119			
	□ New Kent-127			
	O Northumberland-133	Dotos August II 2	000	
	n Notloway-135	Date: August 11.2	002	
	7 Powhatan-145☐ Prince Edward-147			
	Prince Edward-147 Prince George-149			
	7 Richmond(county)-159	/s/ Lawrence E. Rifken		
	☐ Spotsylvanla-177	Signature of Attorney or <i>Pro Se</i> Debtor		
	7 Surry-181	Signature of Attorne	y or rivor Deniul	
	n Sussex-183			
	3 Westmoreland-193			
	ase concerning debtor's affiliat		ebtor (if case is a joint	
general partner, or part:				

SECRETARY'S CERTIFICATE

US Airways, Croup. Inc.

I, JENNIFER C. MCGAREY, Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation, DO HEREBY CERTIFY, that attached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10, 2002, at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

I have hereunto set my hand this 11th day of August 2002

/s/ Jennifer C. McGarey
Jennifer C. McGarey

RESOLUTIONS ADOPTED BY BOARD OF DIRECTORS OF US AIRWAYS GROUP. INC.

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them bc, and cach hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Mcagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Scabury Solutions LLC and Scabury Airport Advisory Services LLC be, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firmMcGuireWoods LLP be, and hereby is. employed and retained as co-counsel for the Corporation in the chapter II case;

FURTHER RESOLVED, that the law **firm**O'Melveny & Myers LLP be, and hereby is. employed and retained as special counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Logan & Company, Inc. bc, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporationas the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such further agreements, documents. certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation, cach of the Authorized Signatories of the Corporation be, and they hereby are. authorized and directed to take α cause to be takm all such furtheractions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and cach of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

Subsidiaries

US Airways, Inc.

Allegheny Airlines, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc.

Material Services Company, Inc.